

GRUPO ECOENER, S.A.

AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

ANNUAL OPERATING REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF GRUPO ECOENER, S.A. FOR THE 2021 FINANCIAL YEAR

(1) Introduction

The Audit Committee of the Board of Directors (the “**Committee**”) of Grupo Ecoener, S.A. (the “**Company**” or “**Ecoener**”) issues this report in order to reflect the activities carried out in the 2021 financial year by the Committee, in such a way that the Company’s shareholders and other stakeholders can understand the activities carried out by the Committee in the 2021 financial year (the “**Report**”).

The Report is issued in accordance with, and for the purposes set forth in, Article 16.12 of the Regulations of the Company’s Board of Directors, Recommendation 6 of the Code of Good Governance of Listed Companies (“**CBG**”) and section 9 of Technical Guide 3/2017 on the Audit Committees of Public Interest Entities.

Furthermore, in accordance with Recommendation 6 of the CBG, the Report will be made available to Ecoener’s shareholders on the Company’s website for dissemination with sufficient advance notice prior to the Annual General Meeting.

(2) Regulation of the Committee

The functioning and work of the Committee are governed by the provisions of the restated text of the Companies Act and, in particular, by the provisions of Article 529 *quaterdecies*. Likewise, Article 46 of the Company's Articles of Association and Article 16 of the Regulations of Ecoener’s Board of Directors detail the scope and functions of the Committee.

(3) Composition of the Committee during the 2021 financial year

At its meeting on 9 April 2021, the Company's Board of Directors agreed to establish the Committee and appointed the following members to the Committee from among the board members for a period of four (4) years, subject to the Company’s IPO (i.e. 4 May 2021):

Name	Position	Type of board member
Mr. Fernando Lacadena Azpeitia	Chairman	Independent Director
Mr. Dean Tenerelli	Board Member	Independent Director
Mr. Juan Carlos Ureta Domingo	Board Member	Independent Director
Mr. Ignacio Gómez-Sancha Trueba	Non-board member secretary	-

The CVs of the Committee members can be viewed on Ecoener's corporate website.

(4) Functions and work carried out by the Committee

The responsibilities and functions assigned to the Audit Committee are established in Article 46 of the Articles of Association and Article 16 of the Regulations of the Board of Directors. Without prejudice to any other tasks that the Board of Directors may

assign to it, the Board's Regulations in their current version approved on 9 April 2021 establish the following basic functions of the Committee:

- a) Report, at the Annual General Meeting, on issues raised by shareholders on matters for which it is competent and, in particular, about the findings of audits, explaining how they have contributed to the integrity of the financial information, and the role that the Audit Committee has played in the process.
- b) Oversee the efficacy of the internal control of the Company and of its Group, and of its financial and non-financial risk management systems (including operational, technological, legal, corporate, environmental, political, reputational and corruption-related risks), including tax risks, ensuring that the internal control policies and systems in place are effectively applied in practice; and discuss with the auditor any significant weaknesses of the internal control system identified during the audit, all the above without compromising its independence. To that end, and if significant weaknesses are identified, it shall submit recommendations and proposals, with the relevant deadlines for follow-up, to the governing body.
- c) Oversee the preparation and reporting of regulated financial information and non-financial information.
- d) Propose to the Board of Directors, to be subsequently put forward as a proposal at the Annual General Meeting, the selection, appointment, re-election or removal of auditors, pursuant to the applicable laws, as well as the terms and conditions of engagement; and regularly collect information from the auditor on the audit plan and its execution, while safeguarding its independence in exercise of its duties.
- e) Oversee the activity of the internal audit department of the Company, whose operation shall depend on the Audit Committee.
- f) Establish an appropriate relationship with the auditor to receive information about any issue that could jeopardise its independence, for examination by the Audit Committee, and any other information related to the progress of the audit process, as well as any other communication required under the legislation on auditing and other auditing standards. In any case, the Committee must receive written confirmation from the auditor once a year asserting its independence from the Company or entities that are directly or indirectly related to it, as well as information on additional services of any kind provided to these entities by the aforementioned auditor, or by individuals or entities related to it in accordance with legislation on auditing.
- g) Issue a report expressing an opinion on the independence of the auditors once a year, prior to the auditor's report. Said report shall refer, in every case, to the delivery of services in addition to those mentioned in the paragraph above, considered individually and as a whole, other than legal auditing, and in relation to the independence framework or the regulations governing the auditing of financial statements.
- h) Report on the related-party transactions that need to be approved by the Annual General Meeting or the Board of Directors, and oversee the internal procedure in place at the Company for transactions whose approval has been delegated.

- i) Previously inform the Board of Directors about each and every matter provided for in the Law, the Articles of Association, and the Board of Directors Regulations, and in particular, about: (i) financial information and the directors' report, including, as applicable, the non-financial information the Company is required to report regularly; (ii) the creation or acquisition of ownership interests in special purpose entities, or entities based in countries or territories regarded as tax havens; and (iii) review prospectuses or equivalent documents on the issue and/or admission to trading of securities, and any other financial information to be disclosed by the Company to the markets and its oversight bodies.

The functions assigned to the Committee and its operating rules are detailed in Article 16 of the Regulations of the Board of Directors available on the Company's corporate website, to which we refer for further detail.

It is expressly stated that since being approved on 9 April 2021, the Regulations of the Board of Directors have not been amended; consequently, the Committee's functions have not been altered since it was established. Likewise, it is noted that there are currently no plans to prepare and approve Operating Regulations for the Audit Committee which further detail the functions attributed to the Committee and its operation.

(5) Meetings held during the 2021 financial year

The Committee held five (5) meetings in 2021. All Committee members attended all the meetings themselves, either in person or online, in accordance with the provisions of the Regulations of the Board of Directors. For the meetings held online, the legal and regulatory requirements for the necessary identification of the Committee members by the Secretary and the availability of the appropriate technical means were met.

Likewise, the following people attended the Committee meetings as guests, either in person or online:

Name	Position	No. of meetings
Mr. Javier Grandal	Financial Director	2
Mr. Miguel Camino	Corporate General Director	1
Mr. Modesto Lusquiños	Head of Internal Audit	2
Mr. Daniel Fraga	Partner from KPMG Auditores, S.L.	2

(6) Significant activities carried out by the Committee during the 2021 financial year

As regards the most significant actions undertaken by the Committee during the 2021 financial year, the following should be highlighted:

- a) **Regarding financial and non-financial reporting and associated internal control mechanisms:** (i) analyse and report on all the periodic public financial information that the Company has published during the 2021 financial year, in accordance with applicable legislation; (ii) analyse and report on the approval and subsequent amendment of the Policy on the System for Internal Control of Financial and Non-Financial Reporting; and (iii) in terms of internal control mechanisms, oversee the implementation of the System for Internal Control of Financial and Non-Financial Reporting.

- b) **Regarding related-party transactions:** report to the Board of Directors on the related-party transactions that have taken place during the 2021 financial year, in compliance with the provisions of applicable regulations.
- c) **Regarding the corporate social responsibility policy:** it is noted that, following the establishment by the Board of Directors of the Sustainability Committee on 9 April 2021, said Committee is assigned the function of supervising the Company's actions in terms of corporate social responsibility and sustainability, in accordance with the provisions of Article 18.3 of the Regulations of the Board of Directors.
- d) **Regarding risk management and control:** (i) oversee the risk map preparation process; and (ii) prepare the draft Risk Management and Control Policy, which is expected to be approved in 2022 by the Board of Directors.
- e) **Regarding internal audit:** (i) participate in the appointment of the head of the internal audit unit; and (ii) supervise the preparation of its annual work plan for the 2022 financial year.
- f) **Regarding relations with the external auditor:** (i) maintain smooth communication with the external auditor in the performance of its functions; the auditor was invited to three (3) meetings held by the Committee in the 2021 financial year; and (ii) review and update the internal procedure for analysis and approval by the Committee of the procurement of services other than auditing services with the Company's external audit firm.
- g) **Regarding follow-up of the Committee's action plans:** Due to the recent establishment of the Committee, long-term action plans for the Committee have not yet been drawn up. Notwithstanding the foregoing, the Committee has worked based on a previously established schedule of meetings, addressing during the Committee meetings the items on the agenda established by the Chairman in the call notice for the meeting and following up on any matters that were not sufficiently addressed at a subsequent Committee meeting.
- h) **Nature and scope of communications with regulators:** it is noted that during the 2021 financial year, there has been no direct dialogue between the Committee and any regulators.

In order to perform its functions as effectively as possible, the Committee may seek the advice of advisors outside the Company in accordance with the provisions of Article 16.14 of the Regulations of the Board of Directors. However, in 2021, the Committee did not exercise its powers to seek advice from any external experts.

(7) **Operation and performance evaluation**

Given the period of time that the Company's Board of Directors and its committees have been established, the Board of Directors will evaluate the operation and performance of the Board of Directors and its delegated committees (the Audit Committee itself, the Appointments and Remuneration Committee and the Sustainability Committee) at the end of the fourth quarter of 2022, in accordance with Article 529 *nonies* of the restated text of the Spanish Corporate Enterprises Act (*Ley de Sociedades de Capital*) and Recommendation 36 of the CBG.

This evaluation, which will cover the 2022 financial year and the period since the Company's IPO, will be based on the annual reports sent by the Committee itself and the other delegated Committees, as well as the self-assessment questionnaire that will be sent to all board members. The areas to be evaluated will include, but not be limited to, the quality and efficiency of the operation of the Board of Directors, the operation and composition of the delegated committees, the performance of the Chairman of the Board and the Company's chief executive and the performance and contribution of each board member.

(8) Information on the Committee's opinion regarding the auditor's independence

At its meeting on 23 February 2022, after analysing the external auditor's written confirmation of its independence and the suitability of the additional and non-audit services provided (and the corresponding fees received), and in the absence of any evidence that could cast doubt as to the external auditors' independence, the Committee unanimously agreed to issue a favourable opinion in relation to the independence of KPMG Auditores, S.L. as the auditor of the accounts of the Company and its subsidiaries.

In accordance with Recommendation 6 of the CBG, this report is available to shareholders on the Company's corporate website.

(9) Practical guides

The Committee has used as a reference Technical Guide 3/2017 on Audit Committees of Public Interest Entities and the recommendations included in the CBG, both published by the Spanish Securities Market Commission (CNMV). In addition, the Committee seeks to align its decisions and the performance of its activity to best practices in terms of good corporate governance, taking into consideration the Company's specific circumstances.

(10) Incidents arising in the 2021 financial year

For the purposes of the provisions of Article 16.12 of the Regulations of the Board of Directors, it is expressly stated that: (i) there have been no incidents in relation to the performance of the Committee's functions during the 2021 financial year; and (ii) no proposals have been identified to improve the Company's governance rules.

(11) Conclusions

In view of the foregoing, the Audit Committee considers that it has satisfactorily complied with the responsibilities assigned to it under applicable commercial regulations, the Company's Articles of Association and the Regulations of the Board of Directors.

In witness whereof and for all pertinent legal purposes, the Committee issues this report, which was unanimously approved by its members at its meeting held on 24 March 2022.

The Report will be submitted to the Board of Directors at its meeting scheduled for 25 March 2022.

Mr. Fernando Lacadena Azpeitia

Mr. Juan Carlos Ureta Domingo

Mr. Dean Tenerelli